

RECORDATION NO. 30068 FILED

JAN 18 '12 -10 02 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Via UPS 2nd DAY AIR

January 12, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement dated September 27, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Tunnell Hill Reclamation LLC
2500 Township Rd 205 Rte 2
New Lexington, OH 43764

A description of the railroad equipment covered by the enclosed document is for fifty-eight (58) gondola cars; having NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(T111001)

ASSGN. NO.: TUHI001

JAN 18 '12 -10 02 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of September, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Tunnell Hill Reclamation, LLC ("Lessee"), an Ohio corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 27, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 27, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: JOHN J. THOMASTitle: PRESIDENTBy: Janice EnolvaName: Janice EnolvaTitle: Manager of Documentation Executed on this 5th day of October, 2011.

[CORPORATE SEAL]

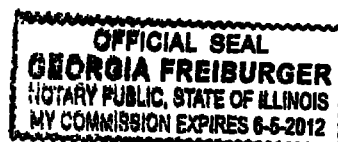
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 5th day of October, 2011.

Notary Public

My Commission Expires:

6-2012
 (Notary Public)


TUNNELL HILL RECLAMATION, LLC

By: William W. Gay
Name: William W. Gay
Title: Chief Executive Officer

Executed on this 27th day of September, 2011.

STATE OF New York
COUNTY OF Westchester

WITNESS my hand and official stamp or seal, this 27th day of September, 2011.

Terri S. Andersen
Notary Public

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty-eight (58)

DESCRIPTION OF CARS: Gondola cars.

CAR NUMBERS:

NDYX 314903	NDYX 315625
NDYX 314904	NDYX 315626
NDYX 314905	NDYX 315627
NDYX 314906	NDYX 315628
NDYX 314909	NDYX 315629
NDYX 314914	NDYX 315630
NDYX 314915	NDYX 315631
NDYX 314916	NDYX 315632
NDYX 315435	NDYX 315633
NDYX 315436	NDYX 323005
NDYX 315437	NDYX 323008
NDYX 315438	NDYX 323012
NDYX 315439	NDYX 323018
NDYX 315440	NDYX 323020
NDYX 315441	NDYX 323022
NDYX 315442	NDYX 323024
NDYX 315443	NDYX 323032
NDYX 315444	NDYX 323038
NDYX 315445	NDYX 323050
NDYX 315446	NDYX 323054
NDYX 315447	NDYX 323068
NDYX 315448	NDYX 323098
NDYX 315449	NDYX 323103
NDYX 315450	NDYX 323122
NDYX 315451	NDYX 323130
NDYX 315452	NDYX 323133
NDYX 315453	NDYX 323137
NDYX 315454	NDYX 323144
NDYX 315624	NDYX 323160